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FCC/MELLON
May 18, 2005

MAY 18 2005

STAMP AND RETURN

By Courier

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
P.O. Box 358205
Pittsburgh, PA 15251-5205

DOCKET FILE COPY ORIGINAL

Re: MB Docket 05-192
Application for License Transfer

Dear Ms. Dortch:

Enclosed please find an application (and associated Form 159 and required filing fees) requesting authority for the transfer of certain identified CARS licenses associated with the above-referenced docket. This is a "second step" application pertaining to licenses for which a separate "first step" application is being submitted to the Commission concurrently herewith.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,


Steven J. Horvitz
Counsel for Comcast Corporation

Enclosures

cc: John Wilner

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION
LICENSE

FCC Form 327

SCHEDULE A. Type of Application, Applicant Information, Contact Information, and Station Record Information

1. (a) Type of Application: (Check only one box)

- ☐ New License
☒ Transfer of Control
☐ Assignment of License

- ☐ Major Amendment of Application
☐ Minor Amendment of Application
☐ Modification of License
☐ Renewal of License

(b) Type(s) of Amendment(s) or Modification(s):
(Check the appropriate box(es)).

- ☐ Add Channel(s)
☐ Change Transmitter
☐ Change Transmit Site
☐ Increase Operating Power
☐ Change Emission Code
☐ Minor Modifications
- ☐ Change Antenna Height
☐ Change Antenna Structure Height
☐ Change Antenna System
☐ Add Receive Site(s)
☐ Change Receive Site(s)
☐ Other (specify in item 8)

(c) If this application modifies an existing station, provide the call sign: See Exhibit 1

If this application amends a pending application, provide the file number: _____

2. (a) Applicant Information

FRN 0006-32-9247		EIN or SSN	
Legal Name Comcast Corporation		Business Name (if applicable)	
Mailing Address 1500 Market Street			
City Philadelphia	State PA	Zip Code 19102	Telephone (215) 981-7820

(b) Contact Information *

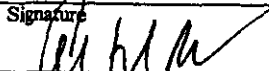
Contact Name Steven J. Horvitz		Business Name Cole, Raywid & Braverman, LLP	
Mailing Address 1919 Pennsylvania Avenue, NW, #200		E-mail Address shorvitz@crblaw.com	
City Washington	State DC	Zip Code 20006	Telephone (202) 828-9828

(c) Address where Station's Records will be Maintained

Address On file -- no change			
City	State	Zip Code	Telephone

* See Exhibit 2 for additional contact names.

	YES	NO
3. Will the applicant provide program material to eligible systems other than those which the applicant owns or operates? If "YES," attach as Exhibit A-1 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		X
4. (a) Has the applicant or any of its controlling parties had any FCC station license, permit, or authorization revoked? If "YES," attach as Exhibit A-2 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		X
(b) Is the applicant or any of its partners, members, or owners, a foreign government or the representative thereof?		X
5. If this is a renewal, indicate whether legal or engineering changes have been made since the last license application.		
6. Attach as Exhibit A-3 a statement showing that the applicant is eligible pursuant to 47 C.F.R. § 78.13 to be a licensee.		
7. For a new station or major change, (e.g., a change in azimuth or transmit antenna or an increase in power or frequency, etc.) attach as Exhibit A-4 a statement or showing detailing the results of a frequency coordination study performed pursuant to 47 C.F.R. § 78.36 by a technically qualified person or entity (e.g., local coordinating committees, frequency coordinator, etc.).		
8. List all attachments, exhibits, and or specifications that will be included on this schedule: Exhibit 1: List of Licensees/Licenses Exhibit 2: Additional Contact Names Exhibit A-3: Eligibility Statement Exhibit B-1: Family Tree Exhibit B-2: Description of the Transaction		

CERTIFICATION	
All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.	
The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to 47 C.F.R. § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under 47 C.F.R. § 1.2002(c). See 47 C.F.R. § 1.2002(b) for the definition of "party to the application" as used in this certification.	
The applicant certifies that the applicant has a current copy of the Commission's rules governing the Cable Television Relay Service (CARS).	
The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same whether by license or otherwise and requests an authorization in accordance with this application.	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.	I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.
Print Full Name Arthur R. Block	Print Title Senior Vice President
Signature 	Date (mm/dd/yyyy) 5/12/05

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the entity (if the entity has no EIN use Social Security Number (SSN)), the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); the Internal Revenue Service Employer Identification Number (EIN) used by the entity (if the entity has no EIN, use the applicant's Social Security Number (SSN)). If the entity is a non-governmental corporation, indicate the state under whose laws the corporation is organized.

Comcast Corporation	23-1709202	3	DE
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2. Attach as **Exhibit B-1** the information requested of the applicant in item 1 for each entity which either directly or indirectly controls the applicant. Place this information in a detailed block diagram or family tree showing the direct or indirect control of the applicant, including percentage of control, including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

SECTION II. Assignment of License or Transfer of Control

Attach as **Exhibit B-2** a statement describing the proposed assignment of license or transfer of control. The assignment of license or transfer of control shall not be completed until authorized by the Commission. The Commission must be notified of consummation no later than 30 days after it occurs.

Licensee Information

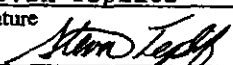
FRN 0013-4299-56 (See Exhibit 1)			
Legal Name (if person, last name first) Cable Holdco II, Inc.		Business Name	
Mailing Address c/o Time Warner Cable 290 Harbor Drive		City Stamford	State CT
Telephone No. (203) 328-0600		Zip Code 06902	
E-mail Address			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.			
Print Full Name Steven Teplitz		Print Title Vice President and Associate General Counsel	
Signature 		Date (mm/dd/yyyy) 05/17/2005	

EXHIBIT 1

LICENSEE

Cable Holdco II, Inc.
FRN: 0013-4299-56

CALL SIGN

WHZ-238
WHZ-244

LOCATION

Eden Prairie, MN
Minneapolis, MN

EXHIBIT 2

In addition to the contact person shown in response to Item 2(b) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit 1 should be directed to:

Thomas R. Nathan, Esquire
Senior Vice President, Regulatory Affairs
Comcast Corporation
1500 Market Street
Philadelphia, PA 19102

James R. Coltharp
Chief Policy Advisor, FCC and Regulatory
Comcast Corporation
2001 Pennsylvania Avenue, N.W.
Suite 500
Washington, DC 20006

John R. Wilner, Esquire
Bryan Cave LLP
700 Thirteenth Street, N.W.
Suite 700
Washington, D.C 20005

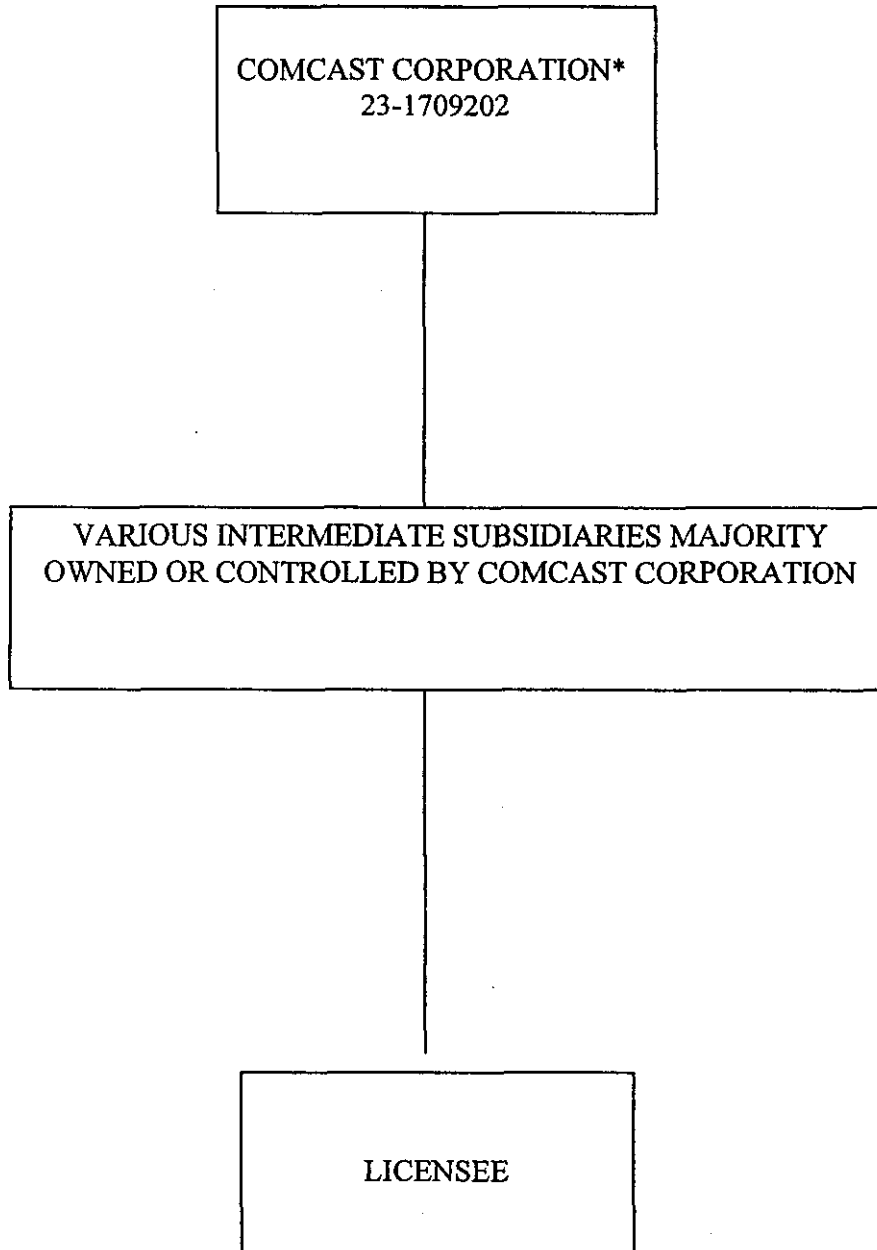
EXHIBIT A-3

ELIGIBILITY

Section 78.13(a) of the Commission's rules provides that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current Licensee is authorized to use the subject CARS facilities in connection with its cable television operations and will continue to do so following completion of the transaction. As described in Exhibit B-2 hereto, control of the Licensee is being transferred to the Applicant. Accordingly, that company will be eligible as a CARS licensee.

The acquisition of ultimate control of the Licensee by the Applicant will not contravene any of the Commission's cross-ownership rules.

EXHIBIT B-1
FAMILY TREE



*See accompanying description of transaction.

EXHIBIT B2

DESCRIPTION OF THE TRANSACTION

This application arises from a series of agreements involving Adelphia, Comcast, and Time Warner Cable. As a result of the transactions contemplated by these agreements: (1) Time Warner Cable and Comcast will each acquire various cable systems that, in the aggregate, comprise substantially all of the domestic cable systems now owned or managed by Adelphia (the "Adelphia Transactions"); (2) Time Warner Cable and Comcast will swap certain cable systems, including certain cable systems newly acquired from Adelphia and certain cable systems that they each currently own (the "Swap Transactions"); (3) Time Warner Cable will redeem Comcast's existing equity and partnership interests in Time Warner Cable and Time Warner Entertainment Company, LP, in exchange for the distribution to Comcast of certain cable systems and cash (the "Redemption Transactions"); and (4) Time Warner Cable will emerge as a publicly traded company, voting control of which will continue to be held by Time Warner Inc.

This application, and the applications being filed concurrently herewith, seeks Commission consent to accomplish the various license assignments and/or transfers of control necessary to effectuate the Adelphia Transactions, the Swap Transactions, and the Redemption Transactions. A Public Interest Statement and copies of the agreements referenced above are being submitted to the Commission concurrently herewith and can be found in MB Docket No. 05-192.

This particular application pertains to the Redemption Transactions. (This is actually the "second step" in a two-part transaction. It assumes a grant of a companion application seeking pro forma approval to assign various licenses among Time Warner Cable subsidiaries.) It is being submitted pursuant to a Redemption Agreement, dated as of April 20, 2005, by and among Comcast Cable Communications Holdings, Inc.; MOC Holdco II, Inc.; TWE Holdings II Trust; Cable Holdco II Inc.; Time Warner Cable Inc.; and, for certain limited purposes, Comcast Corporation, Time Warner Inc. and TWE Holdings I Trust. This application seeks approval to transfer control of certain Time Warner Cable subsidiaries and associated licenses to Comcast.